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fulfilled. *Crease* v. *Babcock*, 40 Mass. 334; *Erie, etc. R. Co.* v. *Casey*, 26 Pa. 287; *Miners' Bank* v. *United States*, 1 Morris (Iowa), 482. One court has held that "the power to destroy does not imply a right to cripple or to maim." *Sage* v. *Dillard*, 15 B. Mon. (Ky.) 340. But is difficult to see any reason why the legislature, having full power to take back its grant, cannot modify it at its pleasure, though it is doubtless true that, as a matter of policy, the right should be exercised with moderation. See 2 KENT, COMMENTARIES, 3 ed., 306; ANGELL AND AMES, CORPORATIONS, 11 ed., § 766. The court felt itself concluded by former decisions. *Delaware, etc. R. Co.* v. *Board of Public Utilities*, 85 N. J. L. 28, 88 Atl. 849 (member of state water-supply commission); *Pennsylvania R. Co.* v. *Herrmann*, 89 N. J. L. 582, 99 Atl. 404 (secretary to the governor). The New Jersey rule seems to be that, even where there is an unqualified reservation of the right to alter, amend, or repeal, subsequent alterations to be constitutional must be (1) regulative of rights and duties with which the corporation has been invested, and, (2) promotive of the public welfare. The soundness of the decision is doubtful.

CONSTITUTIONAL LAW — IMPAIRMENT OF CONTRACTS — MUNICIPAL CORPORATIONS. — A dispute having arisen between the plaintiff company and the defendant city as to the company's franchise right upon certain streets, the city council passed an ordinance to the effect that the company could continue to operate on the disputed streets only on condition of a reduction of fares and certain extensions of transfer privileges; that continued operation should be construed as an acceptance of the ordinance; and that in case of failure to accept, the city solicitor should take the proper legal steps to eject the companies from the street. This is a bill brought in the federal court to declare the ordinance void and to restrain the city from enforcing it. *Held*, that the city be enjoined from taking any steps to enforce the ordinance (except the institution of necessary court proceedings) prior to final adjudication of controversies involved, and from ever setting up a claim that the company's continued operation is an acceptance of the ordinance. *City of Cincinnati* v. *Cincinnati & Hamilton Traction Co.*, 38 Sup. Ct. Rep. 153.

For discussion of this case, see Notes, page 879.

CONSTITUTIONAL LAW — IMPAIRMENT OF CONTRACT — MUNICIPAL CORPORATIONS. — The plaintiff claimed that its franchise was perpetual. The county commissioners claimed that it was at will. They accordingly passed a resolution directing the company to reduce its rates or remove its tracks, and directed the prosecuting attorney to take the proper legal action in case of refusal. The Supreme Court of Ohio held that the franchise was at will. *Held*, that this was such a law as raised a federal question, that the franchise was not revocable at will and that the law violated its obligations. *Northern Ohio Traction & Light Co.* v. *State of Ohio*, 38 Sup. Ct. Rep. 196.

For a discussion of this case, see Notes, page 879.

CONTEMPT — ACTS AND CONDUCT CONSTITUTING CONTEMPT — PETITION FOR RECALL OF JUDGE AS CONTEMPT. — The Constitution of Colorado, in authorizing the recall of judges, provides that the recall petition "shall contain a general statement . . . of the grounds on which such recall is sought, which statement is intended for the information of the electors . . ." (COLO. CONST. ART. XXI, § 1.) While two criminal cases were pending, the defendant circulated a recall petition, describing in bitter language the conduct of the judge in these cases, in admitting the one prisoner to bail, and refusing that privilege to the other. For this, contempt proceedings were instituted against the defendant. *Held*, that he was not guilty, for the statement was privileged. *Marians* v. *People*, 169 Pac. 155 (Colo.).

It is well settled that a publication, although not made in the presence of the court, which tends to interfere with the administration of justice by bringing the judge into disrepute, is contempt of court. *State* v. *Morrill*, 16 Ark. 384. See 1 BAILEY, HABEAS CORPUS, 218. Truth of the statement is no defense. *Paterson* v. *Colorado*, 205 U. S. 454. *Contra*, *McClatchy* v. *Superior Ct. of Sacramento Co.*, 119 Cal. 413, 51 Pac. 696. See 11 HARV. L. REV. 543. It can be argued that although the constitution gave the right to circulate the recall petition, that right, like the right of freedom of speech or of the press, must be exercised in such a manner as not to interfere with the administration of justice. See *State* v. *Morrill*, 16 Ark. 384, 403, 407. The argument, however, that the provision for recall necessarily and expressly provides for the publication of the grounds on which the recall is sought, and that such publication is therefore no contempt, seems more sound. It is no contempt for counsel to set forth in a petition for change of venue the bias of the judge before whom the case was called. *In re Smith*, 54 Col. 486, 131 Pac. 277. It has been held no contempt for a newspaper to call a judge running for re-election, corrupt and partial, although there were cases pending before him at the time. *State* v. *Circuit Ct. of Eau Claire Co.*, 97 Wis. 1, 72 N. W. 193. The constitutional provision that a judge may be put to an election at any time, coupled with the public interest in ascertaining the fitness of a person running for office, outweighs the public policy in favor of the uninterrupted administration of justice. The criticism that this results in the possibility of intimidating courts in the exercise of their duty must be directed against the institution of the recall of judges rather than against the reasoning of this case.

CORPORATION — DISTINCTION BETWEEN A CORPORATION AND ITS STOCKHOLDERS — DISREGARDING THE CORPORATE FICTION. — Under a railroad lien law a sub-contractor was required to give, within a specified period, notice of his intention to file a lien. No such notice was required of a contractor. The officers and directors of a corporation formed to operate a railroad, incorporated a construction company to build the line. The construction company contracted with the plaintiff to build the line. *Held*, that as to the railroad company, the plaintiff is the principal contractor. *Seymour* v. *Woodstock, etc. Co.*, 117 N. E. 729 (Ill.).

It is usually said that the corporate fiction will be disregarded when it is necessary to disregard it to prevent fraud or to attain a just result. *United States* v. *Milwaukee, etc. Co.*, 142 Fed. 247; *Bank* v. *Trebein*, 59 Ohio St. 316, 52 N. E. 834. See 1 MORAWETZ, CORPORATIONS, 2 ed., § 227; 3 COOK, CORPORATIONS, 7 ed., §§ 663, 664. Such a rule, it is submitted, is objectionable. It tends to loose and indefinite rules of law for business transactions. See *Gallagher* v. *Germania, etc. Co.*, 53 Minn. 214, 219, 54 N. W. 1115, 1116. It threatens the loss of valuable features of corporate organization. See *Moore, etc. Co.* v. *Towers, etc. Co.*, 87 Ala. 206, 212, 6 So. 41, 44. The rights of creditors may be affected by the rule. *In re Rieger*, 157 Fed. 609. The opinion in the principal case exemplifies the confusion which results from such a rule. The court speaks of looking "at the substance of things," and says that "consideration will not be given to corporate forms and fictions," and then decides the case upon the ground of agency. It is submitted that in most, of not all, of the cases in which the corporate fiction is disregarded the same result can be reached, as was reached in the principal case, upon legal principles which leave the separate corporate entity idea intact. *Cf. Bank* v. *Trebein*, *supra*; *Gonville's Trustee* v. *Patent Carmel Co.*, [1912] 1 K. B. 599. *Cf.* also *Beal* v. *Chase*, 31 Mich. 490; *Booth* v. *Seibold*, 37 Misc. (N. Y.) 101, 74 N. Y. Supp. 776.

CORPORATIONS — STOCKHOLDERS — LIABILITY ON STOCK IMPROPERLY ISSUED FOR SERVICES. — A promoter rendered services to a corporation. He